

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, JUNE 19, 2019**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, June 19, 2019, in the Boardroom at 787 Ouellette Avenue, Windsor, Ontario.

ATTENDANCE

Commissioners: Drew Dilkens (chair), Julian Hawkins, Doug Lawson, Kieran McKenzie, Jim Morrison, Mario Sonogo and Egidio Sovran

Regrets: Irek Kusmierczyk

Management: President & CEO Helga Reidel, VP Shared Services & COO John Wladarski, VP Water Operations Garry Rossi, VP Hydro Operations Jim Brown, Director of Finance Matt Carlini, Director of Regulatory Affairs and Corporate Secretary Paul Gleason, Director of Customer Service Robert Spagnuolo, Director of Water Engineering Chris Manzon, Director of Water Operations Dave Melnyk, Manager Project Management Office Dragan Savic, and Recording Secretary Debbie DeDona

Guests: Tony Ardovini, City of Windsor, Chris Hatley and John Todd of Elenchus

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

There being a quorum and proper notices received, the Chair called the meeting to order at 8:31 a.m.

CONFLICTS OF INTEREST

Commissioner Hawkins declared a conflict of interest for item 3.2 of the Consent Agenda; noting that Commissioner Hawkins arrived at the meeting at 8:33am, after the Consent Agenda item resolutions were carried by the remaining Commissioners.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be received or approved as recommended:

- 3.1 WUC Board Public Meeting Minutes of April 17, 2019 be approved.
- 3.2 Contractor Management Solution

- That the WUC Board approve the use of www.contractorcompliance.ca for automating administrative tasks associated with Contractor Compliance requirements.

-CARRIED

Julian Hawkins joined the meeting at 8:33 a.m.

COMMUNICATIONS AGENDA

The Corporate Secretary advised that item 4.9 Annual Purchasing Compliance Report (Fiscal Year 2018) was emailed previously to Commission members and requires approval.

Moved and seconded

That the Communications Agenda be amended to include new agenda item 4.9 Annual Purchasing Compliance Report (Fiscal Year 2018)

-CARRIED

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft WUC Audit & Finance Committee Meeting Minutes of June 5, 2019 be received.
- 4.2 Water Operations Report be received.
- 4.3 VP Shared Services Report be received.
- 4.4 Contract Approval Summary be received.
- 4.5 Financial & Corporate Compliance Report for Quarter Ending Q1, 2019 be received.
- 4.6 EWU Group and WUC 2019 Meeting Dates be received.
- 4.7 Windsor Utilities Commission Board Work Plan be received.
- 4.8 WUC Initiatives Tracking Report be received.
- 4.9 Annual Purchasing Compliance Report (Fiscal Year 2018) – table drop be received (copy of report appended at Attachment 1).

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 WINDSOR UTILITIES COMMISSION Q1 2019 FINANCIAL REVIEW

Moved and seconded

That the Windsor Utilities Commission Q1 2019 Financial Review be received, as recommended by the WUC Audit & Finance Committee.

-CARRIED

5.2 ASSET MANAGEMENT POLICY

G. Rossi advised that this policy was required under Ontario Regulation 588/17 and has been prepared consistent to City of Windsor and other municipalities' approach. Further reports will be provided as we approach deadlines that are required under the regulation.

Moved and seconded

That the Asset Management Policy be approved, as recommended by Windsor Utilities Commission Audit & Finance Committee.

-CARRIED

5.3 2019 DEVELOPMENT CHARGE FUNDS REQUEST

The City of Windsor will be holding a kick off meeting in July; the current by-law expires end of May 2020. The Province has just released revisions to Bill 108 (The More Homes the More Choice Act) and this will have an impact on the by-law, however from a WUC water perspective, there shouldn't be any direct impact from this bill.

Moved and seconded

That the 2019 Development Charges Funds Request Report be received;

And that the 2019 Development Charges Funds held by the City in the amount of \$421,500 be approved for release, as recommended by the WUC Audit & Finance Committee.

-CARRIED

The President & CEO introduced John Todd and Chris Hatley from Elenchus who will be facilitating the Strategic sessions, being held directly after the WUC Board of Commissioners meeting.

EWU and WUC Annual Reports were provided and draft floor plans for the proposed Rhodes Drive renovations were available for review.

Chris Hatley and John Todd of Elenchus left the meeting.

IN CAMERA SESSION

Moved and seconded

Pursuant to the Municipal Act section 239(2), that the Commission be directed to move in camera for the purpose of consideration of the following items of business:

6.1 Windsor Utilities Commission In-Camera Meeting Minutes of April 17, 2019

s. 239(2)(i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization

s. 239(2)(a) the security of the property of the municipality or local board

s. 239(2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose

s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board

6.2 Draft In-Camera Audit & Finance Committee Meeting Minutes of June 5, 2019

s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board

6.3 Tecumseh Negotiations (Verbal Update)

s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board

6.4 District Energy Windsor (DEW) – System Ownership Options Review

s. 239(2)(j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value

s. 239(2)(c) a proposed or pending acquisition or disposition of land by the municipality or local board

-CARRIED

The In Camera session commenced at 8:42 a.m.

The In Camera session concluded at 9:25 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Commission move to resume the public meeting session.

-CARRIED

TRANSMISSION OF RECOMMENDATIONS

Moved and seconded

That the recommendations discussed in camera be brought forward for consideration.

-CARRIED

Moved and seconded

That the Windsor Utilities Commission In-Camera Meeting Minutes of April 17, 2019 be approved.

-CARRIED

Moved and seconded

That the Draft In-Camera Audit & Finance Committee Meeting Minutes of June 5, 2019 be received.

-CARRIED

Moved and seconded

That the Tecumseh Negotiations Verbal Update be received.

-CARRIED

Moved and seconded

That the District Energy Windsor (DEW) – System Ownership Options Review report be received and that Management proceed at the direction of the Commission.

-CARRIED

MEETING TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

Meeting terminated at 9:25 a.m.

Recording Secretary

Board Chair

Attachments (1): Annual Purchasing Compliance Report (Fiscal Year 2018).